

Hearing Date: November 29, 2005 at 10:00 a.m.
Objection Deadline: November 25, 2005 at 4:00 p.m.

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

DELPHI CORPORATION., et al.,

Debtors.

Chapter 11

Case No. 05-44481 (RDD)

(Jointly Administered)

**NOTICE OF MOTION OF ENTERGY FOR (I) RELIEF FROM STAY TO
EXERCISE RECOUPMENT AND/OR SETOFF RIGHTS PURSUANT TO
SECTION 553 OF THE BANKRUPTCY CODE AND (II) OTHER RELATED RELIEF**

PLEASE TAKE NOTICE that on November 10, 2005, Entergy Mississippi, Inc. (“Entergy”) filed the Motion of Entergy for (I) Relief From Stay to Exercise Recoupment and/or Setoff Rights Pursuant to Section 553 of the Bankruptcy Code and (II) Other Related Relief (the “Motion”).

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Motion will be held on November 29, 2005, at 10:00 a.m. (Prevailing Eastern Time) (the “Hearing”) before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York, 10004.

PLEASE TAKE FURTHER NOTICE that objections, if any, to approval of the Motion (a) must be in writing, (b) must conform to the Federal Rules of Bankruptcy Procedure,

the Local Bankruptcy Rules for the Southern District of New York and the Order Under 11 U.S.C. §§ 102(1) And 105 and Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And Administrative Procedures, and (III) Scheduling An Initial Case Conference In Accordance With Local Bankr. R. 1007-2(e) (the “Case Management Order”) (Docket No. 245) and (c) must be filed and served in accordance with the Case Management Order so as to be received no later than **4:00 p.m. (EST) on November 25, 2005** (the Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that only those objections made in writing, in accordance with the Case Management Order, and timely filed and received by the Objection Deadline will be considered by the Bankruptcy Court at the Hearing. If no objections to the Motion are timely filed and served in accordance with the procedures set forth herein, the Bankruptcy Court may enter an order granting the Motion **without further notice**.

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Dated: November 10, 2005

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